

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BRAZOS ELECTRIC POWER COOPERATIVE, INC.

2. All other names debtor used in the last 8 years dba Brazos Electric Cooperative, Inc.
dba Brazos Electric Cooperative
Include any assumed names, trade names, and doing business as names Brazos Electric

3. Debtor's federal Employer Identification Number (EIN) 74-0524729

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>7616 Bagby Avenue</u>	
	Number Street	Number Street
		<u>PO Box 2585</u>
		P.O. Box
	<u>Waco TX 76712</u>	<u>Waco TX 76702</u>
	City State ZIP Code	City State ZIP Code
	<u>McClennan</u>	Location of principal assets, if different from principal place of business
	County	
		Number Street
		City State ZIP Code

5. Debtor's website (URL) www.brazoselectric.com

Debtor

Name **BRAZOS ELECTRIC POWER COOPERATIVE, INC.**

Case number (if known) _____

6. Type of debtor

- ☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ☐ Partnership (excluding LLP)
- ☒ Other. Specify: Texas Non-Profit Electric Cooperative Corporation

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☒ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2211**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

Debtor **BRAZOS ELECTRIC POWER COOPERATIVE, INC.** Case number (if known) _____

Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No☐ Yes.

District _____

When _____

Case number _____

MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____

When _____

Case number _____

MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No☐ Yes.

Debtor _____

Relationship _____

District _____

When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐

It needs to be physically secured or protected from the weather.

☐

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐

Other _____

Where is the property?

Number _____

Street _____

City _____

State ZIP Code _____

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor **BRAZOS ELECTRIC POWER COOPERATIVE, INC.** Case number (if known) _____
Name

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 3/1/2021
MM/DD/YYYY

x

Clifton Karnei

Signature of authorized representative of debtor

Clifton Karnei

Printed name

Title Executive Vice President and General Manager

Debtor BRAZOS ELECTRIC POWER COOPERATIVE, INC. Case number (if known) _____
Name

18. Signature of attorney

/s/ Jason L. Boland
 Signature of attorney for debtor

Date 3/1/2021
 MM / DD / YYYY

Jason L. Boland
 Printed name
NORTON ROSE FULBRIGHT US LLP
 Firm name
1301 McKinney Street, Suite 5100
 Number Street
Houston TX 77010
 City State ZIP Code
(713) 651-5151 jason.boland@nortonrosefulbright.com
 Contact phone Email address
24040542 TX
 Bar number State

BRAZOS ELECTRIC POWER COOPERATIVE, INC.

Authorization of Filing of Voluntary Bankruptcy Petition

February 26, 2021

WHEREAS, the staff and management and outside advisors of Brazos Electric Power Cooperative, Inc. (the "Company") have had the opportunity to fully consider the financial situation of the Company and the alternatives available to the Company; and

WHEREAS, the staff and management and outside advisors of the Company have advised that it is in the best interests of the Company, its creditors, and other parties in interest that a petition be filed on behalf of the Company seeking relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"); and

WHEREAS, the staff and management and outside advisors of the Company have advised that the Company could, with the protections afforded under the Bankruptcy Code, be reorganized into a viable economic enterprise, continuing to serve its members' systems with all of their requirements for electric energy and ancillary services; and

WHEREAS, the staff and management of the Company recommend that the Board of Directors of the Company (the "Board") enter into this Resolution to authorize the Company to file a voluntary petition for protection under the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and empowers the Company to execute and file a voluntary petition for relief under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Case") or such other venue as the Board may designate;

BE IT FURTHER RESOLVED, that the Board hereby authorizes and empowers each of the President, the Secretary, and the Executive Vice President and General Manager of the Company, or any one or more of them or their designees (each, an "Authorized Officer"), for and on behalf of the Company and in its name, to enter into, execute and deliver, any document appropriate to facilitate the filing of a voluntary petition for relief under the Bankruptcy Code, as any Authorized Officer determines necessary or appropriate and in the interests of the Company.

BE IT FURTHER RESOLVED, that the Board of Directors of the Company hereby authorizes any Authorized Officer and/or the Vice President – Services, for and on behalf of the Company and in its name, to sign, execute, certify to, verify, acknowledge, deliver, accept, file, record and do or cause to be done all such acts and things (including, without limitation, the preparation and filing of all petitions, notices, schedules, disclosures, applications, statements, plans and other documents reasonably necessary in furtherance of the Company's interests in a bankruptcy or related proceeding), to pay or cause to be paid all such costs and expenses and fees with respect to the filing of a voluntary petition for relief under the Bankruptcy Code, and to

execute and deliver for and on behalf of the Company and in its name, with or without attestation of the Secretary or Assistant Secretary of the Company, all documents, instruments, certificates, agreements, and advance requests, all as may be determined to be necessary or appropriate and in the interests of the Company by any Authorized Officer or the Vice President – Services to carry out and comply with the purposes and intent of this Resolution in all respects.

BE IT FURTHER RESOLVED, that the Authorized Officer is hereby authorized, directed, and empowered, on behalf of the Company, to employ, and pay any appropriate retainers or compensation to, the law firm of Norton Rose Fulbright US LLP to represent the Company as legal counsel to the debtor-in-possession in the prosecution of the Bankruptcy Case, subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, that with respect to any litigation in which the Company is a party or other legal matter, the Authorized Officer is hereby authorized, directed, and empowered, on behalf of the Company, to employ, and pay any appropriate retainers or compensation to, the legal counsel representing or to represent the Company as legal counsel in such matters, subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, that the Authorized Officer is hereby authorized, directed, and empowered, on behalf of the Company, to employ, and pay any appropriate retainers or compensation to, any other professionals, including attorneys Norton Rose Fulbright US LLP, other legal counsel, financial advisors, accountants, noticing and claims agents, public relations firms, lobbyists, brokers, and investment bankers, to represent the Company as debtor-in-possession to assist in the business and administration of the Company in the prosecution of the Bankruptcy Case, subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, the Company, as debtor-in-possession in the Bankruptcy Case, is hereby authorized to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by a Authorized Officer, including the grant of replacement liens or other adequate protection, as is reasonably necessary for the continuing conduct of the business and administration of the Company, subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, the Company, as debtor-in-possession in the Bankruptcy Case, is hereby authorized to enter into secured facilities, including post-petition debtor in possession financing, in such amounts and on such terms as may be agreed by a Authorized Officer, including the granting of liens and other consideration, as is reasonably necessary for the continuing conduct of the business and administration of the Company, subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, that the Authorized Officer is hereby authorized, directed, and empowered to market the assets of the Company for the possible sale of the Company's assets in connection with the Bankruptcy Case, provided that any decision on the sale of such assets is reserved to the Board or such independent director as the Board shall designate and authorize and subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, that the Authorized Officer is hereby authorized, directed, and empowered to formulate a chapter 11 plan of reorganization for the Company in connection with the Bankruptcy Case, or, alternatively, to seek dismissal of the Bankruptcy Case or conversion of the Bankruptcy Case to a case under Chapter 7, provided that any decision on approval of such plan, dismissal, or conversion is reserved to the Board or such independent director as the Board shall designate and authorize and subject to any necessary approvals by the bankruptcy court in the Bankruptcy Case;

BE IT FURTHER RESOLVED, that the Company, in whatever management capacity it holds, consents to do all acts necessary or convenient to file chapter 11 bankruptcy cases in the United States Bankruptcy Court for the Western District of Texas or such other venue as the Board may designate for (a) Brazos Sandy Creek Electric Cooperative, Inc. and (b) Brazos Electric Power Cooperative, Inc., as described in these companies' respective consents of even date herewith;

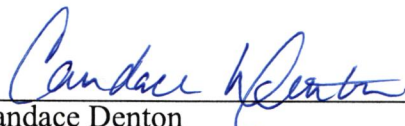
BE IT FURTHER RESOLVED, that the final determination and approval of the form, terms and conditions of any document, instrument, certificate, or agreement as provided in this Resolution to be executed on behalf of the Company pursuant to this Resolution may be conclusively evidenced by the execution thereof by any Authorized Officer or, to the extent authorized herein, the Vice President – Services, and the final determination that the taking of any action or the causing of any action is necessary or appropriate and in the interests of the Company shall be conclusively evidenced by the taking of such action by any Authorized Officer or, to the extent authorized herein, the Vice President – Services;

BE IT FURTHER RESOLVED, that the Board of Directors of the Company hereby ratifies and confirms all actions taken and documents, instruments, certificates, letters and other papers executed or delivered by the Company prior to the date hereof in connection with the transactions approved in this Resolution.

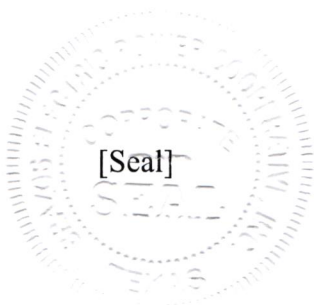
* * * * *

I, Candace Denton, Assistant Secretary of Brazos Electric Power Cooperative, Inc., do hereby certify that the above and foregoing is a true and correct copy of resolutions duly passed at a meeting of the Board of Directors of the Company, held via conference call, on the 26th day of February 2021.

Given under my hand and seal of the Company, this 26th day of February, 2021.



Candace Denton
Assistant Secretary



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	CASE NO. 21-_____
BRAZOS ELECTRIC POWER	§	
COOPERATIVE, INC.,	§	Chapter 11
	§	
Debtor. ¹	§	

**STATEMENT OF CORPORATE OWNERSHIP FOR
BRAZOS ELECTRIC POWER COOPERATIVE, INC.**

Now comes Brazos Electric Power Cooperative, Inc. (the “Debtor”), pursuant to Fed. R.

Bankr. P. 1007(a)(1) and (a)(3) and 7007.1, and states:

1. Fed. R. Bankr. P. 1007(a)(1) provides in pertinent part:

(1) Voluntary Case. . . . If the debtor is a corporation, other than a governmental unit, the debtor shall file with the petition a corporate ownership statement containing the information described in Rule 7007.1. The debtor shall file a supplemental statement promptly upon any change in circumstances that renders the corporate ownership statement inaccurate.

2. Fed. R. Bankr. P. 7007.1 provides:

(a) Required Disclosure. Any corporation that is a party to an adversary proceeding, other than the debtor or a governmental unit, shall file two copies of a statement that identifies any corporation, other than a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation’s equity interests, or states that there are no entities to report under this subdivision.

3. Fed. R. Bankr. P. 1007(a)(3) provides:

(3) Equity Security Holders. In a chapter 11 reorganization case, unless the court orders otherwise, the debtor shall file within 14 days after entry of the order for relief a list of the debtor’s equity security holders of each class showing the number

¹ The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number is: Brazos Electric Power Cooperative, Inc. (4729). Additional information regarding this case may be obtained on the website of the Debtor’s proposed claims and noticing agent at <http://cases.stretto.com/Brazos>. The Debtor’s address is 7616 Bagby Avenue, Waco, TX 76712.

and kind of interests registered in the name of each holder, and the last known address or place of business of each holder.

4. Accordingly, Debtor provides the following information:

Debtor is a non-profit Texas cooperative corporation formed under the Texas Electric Cooperative Corporation Act. Persons that directly or indirectly own 10% or more of any class of the corporation's equity interests: none. Debtor has 16 equal members.

A list of the debtor's equity security holders of each class showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder. See Attached **Exhibit A**.

Signature page follows

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

/s/ _____

A handwritten signature in black ink that reads "Clifton Karnei". The signature is written in a cursive style with a large, stylized "C" and "K".

Clifton Karnei
Executive Vice President and General Manager
Brazos Electric Power Cooperative, Inc.

EXHIBIT A

**BRAZOS ELECTRIC POWER COOPERATIVE, INC.
List of Members [each own 1/16 member interest]**

1. Bartlett Electric Cooperative, Inc. – 27492 State Highway 95, Bartlett, Texas 76511.
2. Heart of Texas Electric Cooperative, Inc. – 1111 Johnson Drive, P.O. Box 357, McGregor, Texas 76657.
3. Comanche County Electric Cooperative Association – 349 Industrial Blvd., P.O. Box 729, Comanche, Texas 76442.
4. Denton County Electric Cooperative, Inc., dba CoServ Electric – 7701 S. Stemmons, Corinth, Texas 76210-1842.
5. Fort Belknap Electric Cooperative, Inc. – 1302 W. Main St., P.O. Box 486, Olney Texas 76364; Olney.
6. Hamilton County Electric Cooperative Association – 420 North Rice, P.O. Box 753, Hamilton, Texas 76531.
7. HILCO Electric Cooperative, Inc. – 115 East Main Street, P.O. Box 127, Itasca, Texas 76055.
8. J-A-C Electric Cooperative, Inc. – 1784 FM 172, Henrietta, Texas 76365-7108.
9. Mid-South Electric Cooperative Association – 7625 Highway 6, P.O. Box 970, Navasota, Texas 77868.
10. Navarro County Electric Cooperative, Inc. – 3800 W. Highway 22, Corsicana, Texas 75110; P.O. Box 616 Corsicana, Texas 75151.
11. Navasota Valley Electric Cooperative, Inc. – 2281 E. US Hwy 79, P.O. Box 848, Franklin, Texas 77856.
12. Cooke County Electric Cooperative Association, dba PenTex Energy – 11799 West U.S. Highway 82, P.O. Box 530, Muenster, Texas 76252.
13. South Plains Electric Cooperative, Inc. – 4727 S. Loop 289, Ste. 200, Lubbock, Texas 79424; P.O. Box 1830, Lubbock, Texas 79408.
14. Tri-County Electric Cooperative, Inc. – 600 N.W. Parkway, Azle, Texas 76020.
15. United Electric Cooperative Services, Inc., dba United Cooperative Services – 2601 S. Burleson Blvd., Burleson, Texas, 76028; P.O. Box 1809, Burleson, Texas 76097.
16. Wise Electric Cooperative, Inc. – 1900 N. Trinity St., P.O. Box 269, Decatur, Texas 76234.

Patronage Accounts

As of December 31, 2020, the estimated patronage capital allocations per Co-Op Member were as follows:

<i>Co-Op Member</i>	<i>Patronage Allocation</i>
Bartlett Electric Cooperative	1.5%
Comanche Electric Cooperative	2.0%
CoServ Electric	30.8%
Fort Belknap Electric Cooperative	1.1%
Hamilton County Electric Cooperative	1.8%
Heart of Texas Electric Cooperative	3.2%
HILCO Electric Cooperative	4.0%
J-A-C Electric Cooperative	0.9%
Mid-South Synergy	4.5%
Navarro County Electric Cooperative	3.5%
Navasota Valley Electric Cooperative	3.2%
PenTexEnergy	3.6%
South Plains Electric Cooperative	3.4%
Tri-County Electric Cooperative	17.6%
United Electric Cooperative Services	14.6%
Wise Electric Cooperative	4.3%
<i>Total Patronage Capital</i>	100%

Fill in this information to identify the case:Debtor name Brazos Electric Power Cooperative, Inc.United States Bankruptcy Court for the: SouthernDistrict of Texas
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Electric Reliability Council of Texas	7620 Metro Center Drive Austin, Texas 78744 512-225-7000	ERCOT Collateral	Disputed			\$1,809,469,233
2	Bank of America, N.A.	Building C, 2380 Performance Dr. TX2-984-03-23 Richardson, TX, 75082 469-201-0888 traci.r.kuketz@baml.com	Bank Line of Credit				\$ 479,975,000
3	Tenaska Power Services Co.	14302 FNB Parkway Omaha, NE 68154 Telephone: 817-303-1113	Power Supplier				\$ 84,249,504
4	J. Aron & Company	J. Aron & Company 85 Broad Street New York, New York 10004 212-902-1944 ficc-swaps-collateral@ny.email.gs.com	Interest Rate Swap and Power Derivatives				\$ 76,234,169
5	Morgan Stanley Capital Group Inc.	Morgan Stanley Capital Group Inc 1585 Broadway NY 10036 212-761-4000 msdoddfrankdeliveryemail@ms.com dftermagreement@ms.com	Interest Rate Swap and Power Supplier				\$ 69,026,959
6	Bank of Tokyo	The Bank of Tokyo-Mitsubishi, Ltd, New York Branch Harborside Financial Center, Plaza III Jersey City, NJ 07311 201-413-8151	Interest Rate Swap				\$ 67,420,781
7	Mercuria Energy America Inc.	20 East Greenway Plaza Suite 650 Houston TX 77046 832-531-7630 Jschneider@mercuria.com	Natural Gas Supplier				\$ 61,146,360
8	Shell Energy North America (US), L.P.	201 W North River Dr Ste 610 Spokane, WA, 99201-2262 509-688-6000	Power Supplier and Power Derivatives				\$ 39,497,900
9	Concord Energy, LLC	1401 17th St #1500 Denver, CO 80202 303-468-1241 William.Warburton@cem.concordenergy.com	Natural Gas Supplier				\$ 37,382,500

Debtor Brazos Electric Power Cooperative, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Tenaska Marketing Ventures	11718 Nicholas Street Omaha, NE 68154 402-758-6172 contractcomp@tenaska.com	Natural Gas Supplier				\$ 30,081,550
11	Wells Fargo Bank N.A.	Wells Fargo Bank, N.A. 45 Fremont Street, 30th Floor San Francisco, CA 94105 WellsDoddFrankDoes@wellsfargo.com	Interest Rate Swap				\$ 29,681,704
12	NJR Energy Services Company	1415 Wyckoff Road PO Box 1464 Wall, NJ 07719 732-938-1196	Natural Gas Supplier				\$ 26,079,125
13	ETC Marketing, Ltd	800 E Sonterra Blvd, Suite 400 San Antonio, TX 78258-8941 210-403-7400	Power Supplier				\$ 15,472,799
14	J.P. Morgan	JPMorgan Chase Bank Collateral Middle Office Americas 3/OPS2 500 Stanton Christiana Road Newark, Delaware 19713 302-634-3191 collateral_services@jpmorgan.com	Interest Rate Swap				\$ 12,507,324
15	Merrill Lynch Commodities, Inc.	20 Greenway Plz Ste 700 Houston, TX, 77046-2006 832-681-5904	Power Supplier and Power Derivatives				\$ 6,943,491
16	Total Gas & Power North America, Inc.	1201 Louisiana St Ste 1600 Houston, TX, 77002-5605 713-483-5000	Natural Gas Supplier				\$ 5,344,400
17	Koch Energy Services, LLC	4111 East 37th Street North Wichita, KS 67220 316-828-8559 wilsonl@kochind.com	Natural Gas Supplier				\$ 3,263,075
18	Pike Electric	100 Pike Way Mount Airy, NC, 27030-8147 336-789-2171	Trade				\$ 2,556,980
19	Freepoint Commodities LLC	58 Commerce Road Stamford CT, 06902 203-542-6000 DL-LegalNotices@freepoint.com	Natural Gas Supplier				\$ 1,652,055
20	Michels Corporation	145 Huguenot St #406 New Rochelle, NY 10801 914-363-0585	Trade				\$ 1,511,163

Debtor Brazos Electric Power Cooperative, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Exelon Corporation	1310 Point St., 8th Floor Baltimore, MD 21231	Power Derivatives				\$ 1,411,838
22	Breaux, Ernest P Electrical	2812 Par Rd 515 New Iberia, LA 70560 337-364-8183	Trade				\$ 1,380,877
23	Mica Steelworks, Inc	4201 Old Denton Rd Haltom City, TX 76117 817-581-9500	Trade				\$ 1,286,034
24	Conoco Phillips	600 North Dairy Ashford (CH 1081) Houston, TX 77079	Power Derivatives				\$ 1,242,009
25	Nextera Energy Marketing, LLC	700 Universe Blvd Juno Beach, FL 33408 561-691-7171	Power Supplier				\$ 1,204,952
26	Sun Coast Resources, Inc.	6405 Cavalcade St Houston, TX 77026 713-844-9600	Trade				\$ 906,876
27	Cima Energy LP	1221 McKinney St., Suite 4150 Houston, Texas 77010 713-209-1112	Natural Gas Supplier				\$ 887,480
28	Techline, Inc.	9609 Beck Cir Austin, TX, 78758-5401 512-833-5401	Trade				\$ 841,851
29	Siemens Energy, Inc	4400 Alafaya Trail Orlando, FL 32826- 2399 407-736-2000	Trade				\$ 750,000
30	Lower Colorado River Authority	LCRA P.O. Box 220 Austin, TX 78767	Power Supplier				\$ 657,545

Fill in this information to identify the case and this filing:

Debtor Name Brazos Electric Power Cooperative, Inc.
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 3/1/2021
 MM / DD / YYYY

x

Clifton Karnei
 Signature of individual signing on behalf of debtor

CLIFTON KARNEI
 Printed name

Executive Vice President and General Manager
 Position or relationship to debtor